

MINUTES OF MEETING

RHODE ISLAND AIRPORT CORPORATION

BOARD OF DIRECTORS

WEDNESDAY, OCTOBER 31, 2007

3:00 P.M.

**IN THE MARY BRENNAN BOARD ROOM, T. F. GREEN AIRPORT
2000 POST ROAD, WARWICK, RHODE ISLAND**

The meeting of the Rhode Island Airport Corporation (“Corporation”) Board of Directors was called to order by Chair, Kathleen C. Hittner, M.D., at 3:06 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island, in accordance with the notice duly posted pursuant to the Open Meetings Law.

BOARD MEMBERS PRESENT: Kathleen Hittner, M.D.; James Forte; Joseph Cianciolo; Robert D. Sangster; Michael Traficante; Russell Hahn; Joseph Larisa (arrived at 3:12 p.m.)

ALSO PRESENT: Mark P. Brewer, A.A.E., President and CEO; Peter Frazier, General Counsel; Brian C. Schattle, Chief Financial Officer; Richard Licht, Tillinghast Licht; and those members listed on the attendance sheet attached hereto.

1. Approval of the Minutes:

A motion was made by Mr. Sangster and seconded by Mr. Traficante

to approve the minutes of the Board Meeting of September 19, 2007, and the Special Board Meeting of September 27, 2007. The motion was passed unanimously.

2. Open Forum:

Dr. Hittner asked if anyone present wanted to speak in Open Forum. No one came forward.

3. Report from Chair, Board of Directors:

Dr. Hittner noted that the staff had been faced with many time consuming projects over the last few months and took the opportunity to thank them for all their accomplishments.

4. Report from President and CEO:

Mr. Brewer reported that passenger numbers for the month of September were up just over 1%. There was a discussion on regional trends.

Mr. Brewer introduced Ann Clarke who will be joining the Corporation on December 3, 2007 as Senior Vice President of Planning, Engineering and Environmental. He also introduced Mr. Darrell Watson who recently joined the Corporation as Vice President of Commercial Programs.

Mr. Brewer gave an overview of the emergency drill, which was held on September 27, 2007. Mr. Brewer noted that the drill was a success.

Mr. Brewer reported that there had been an article in the Warwick Beacon about the lack of AED's in the airport terminal. Mr. Brewer reported that the airport had three units and had recently acquired five additional units which would be in strategic locations throughout the terminal building.

There was discussion on the benefits of community outreach, communication and customer service.

Mr. Frazier gave an overview of the Policeman's Bill of Rights Legislation.

5. Operations and Capital Committee Report:

Mr. Forte reported that the Committee had met at 2:00 p.m, and he noted that he had recently signed the following Change Order:

VHB PVD – Drainage Master Plan Document Prep – RIPDES Permit \$ 59,373.00

6. Consent Agenda:

Mr. Forte reported that there were items on the consent agenda for approval by the Board, but that item 6 (e) Consideration of and Action Upon Approval to Enter Into a Professional Services Agreement for "On-Call" Pavement Repair Services was being removed from the consent agenda at the request of Mr. Hahn who was recusing himself from voting on this issue and item (g) Consideration of and Action Upon Approval to Enter Into a Contract Award for the Purchase of Federal Aviation Administration (FAA) Approved Sand was being removed from the consent agenda at the request of Mr. Sangster who was abstaining from voting on this issue.

A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve items 6(a), (b), (c), (d) (f) (h) and (i) on the consent agenda. The motion was passed unanimously.

(a) Consideration of and Action Upon Approval to Enter Into an Agreement with R.I. Analytical Laboratories, Inc., for Water Quality Monitoring Services at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and

WHEREAS, RIAC is required to conduct periodic water quality monitoring and analysis under its Rhode Island Pollutant Discharge Elimination System (RIPDES) and Warwick Sewer Authority industrial

discharge (Warwick Sewer) permits; and

WHEREAS, funding for these services is included in the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget in the amount of \$145,000; and

WHEREAS, R.I. Analytical Laboratories, Inc. (R.I. Analytical) is an approved vendor under the State of Rhode Island's Master Price Agreement (MPA) for laboratory services; and

WHEREAS, RIAC staff have negotiated a scope and fee with R.I. Analytical to provide water quality monitoring and analysis services in an amount not-to-exceed \$95,010.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approves the attached resolution authorizing the President and CEO, or his designee, to enter into an Agreement with R.I. Analytical for water quality monitoring services related to the RIPDES and Warwick Sewer permits at T. F. Green Airport in an amount not-to-exceed \$95,010.

(b) Consideration of and Action Upon Approval to Enter into a Professional Services Agreement for a Long Term Air Monitoring System at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, State of Rhode Island legislation requires that RIAC provide an air monitoring system at T. F. Green Airport; and

WHEREAS, RIAC has been utilizing an interim system provided by R.I. Analytical Laboratories, Inc. (R.I. Analytical) since April 2007 while developing the scope of the long term air monitoring system; and

WHEREAS, the scope of services to be provided as part of the long term air monitoring system have been developed into a formal Work Plan for Long Term Air Monitoring in cooperation with the Rhode Island Department of Environmental Management (DEM), the Rhode Island Department of Health (DOH) and other interested parties; and

WHEREAS, the scope of services to be provided include the purchase and installation of air monitoring equipment and related perimeter air quality sampling in five locations located within airport property; and

WHEREAS, the sampling incorporates approximately sixty-one sampling events and the analysis of approximately two hundred seventy-six samples to be conducted once every six days, including

weekends and holidays, on a year-round basis; and

WHEREAS, the approved Fiscal Year 2008 Operating Capital budget includes \$365,000 for the purchase of air monitoring equipment and the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$180,000 for related testing and monitoring services; and

WHEREAS, year one of the proposed agreement includes approximately \$434,000 for capital purchases and \$353,000 for testing and monitoring services; and

WHEREAS, the capital expenditure and operating expenses in excess of the budgeted amounts will be funded with General Purpose Funds; and

WHEREAS, in September 2007, RIAC issued a Request for Qualifications (RFQ) for the management and operation of air monitoring services at T. F. Green Airport; and

WHEREAS, timely responses were received from the following six firms: Camp Dresser and Mckee, Environ International Corp. (Environ) Rhode Island Analytical, Enviroplan Consulting, Sonoma Technology, Inc. and Weston Solutions, Inc.; and

WHEREAS, RIAC formed a Selection Committee (Committee)

comprised of: Brenda Pope, VP of Environmental Systems; Jason Doyle, Controller; Beth Tetreault, Procurement Specialist as voting members and Mike Kenney, VP Kenney Environmental Services; Barbara Morin, Supervising Environmental Scientist, Offices of Air Resources; Roy Heaton, RI Department of Health Labs and Jose Vallarino, Research Specialist, Harvard School of Public health as non-voting members and short listed Camp Dresser and Mckee, Environ International Corp. and Rhode Island Analytical; and

WHEREAS, in September 2007, RIAC issued a Request for Proposals (RFP) to the short listed firms for the management and operation of air monitoring services at T. F. Green Airport; and

WHEREAS, the Committee met on October 19, 2007, and unanimously recommends Environ as the best firm to complete the transition from the interim monitoring system and install and maintain a long term air quality monitoring program; and

WHEREAS, a scope and fee proposal has been received from Environ in an amount not-to-exceed \$1,484,620 for the initial three year term.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to negotiate and execute a Professional Services Agreement with

Environ International Corp. for air quality consulting, monitoring, and sampling services related to the long term air monitoring system at T. F. Green in an amount not-to-exceed \$1,484,620.

(c) Consideration of and Action Upon Replacement Lease Agreement for the Rhode Island Air National Guard Facilities at Quonset State Airport.

WHEREAS, the Rhode Island Port Authority and Economic Development Corporation (RIEDC), the Rhode Island Department of Transportation (RIDOT) and the United States Government's General Services Administration (GSA) entered into the Quonset State Airport Deed and the Quonset Access and Services Agreement; and

WHEREAS, said agreements contain conditions and restrictions which mandate that certain parcels of the Quonset State Airport be made available for use by the Department of Defense for the purpose of providing Air National Guard facilities; and

WHEREAS, the Rhode Island Airport Corporation (RIAC), as Lessee of the Quonset State Airport, has assumed the pre-existing lease agreement and associated deed restrictions with respect to the Rhode Island Air National Guard facilities at Quonset State Airport; and

WHEREAS, the United States Government, through the Department

of the Army, is requesting a replacement lease from January 1, 2008 to December 31, 2047 (forty years) so that they can show continued site control, a requirement for obtaining the federal funding (anticipated to be in excess of \$25 million) needed for major improvements to the Rhode Island Air National Guard facilities at Quonset State Airport; and

WHEREAS, the United States Government, through the Department of the Army is also requesting other minor housekeeping modifications to the lease; and

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorizes the President and CEO, or his designee, to execute the Replacement Lease Documents as prepared by the Department of the Army in substantially the form presented with review by legal counsel.

(d) Consideration of and Action Upon Approval to Enter Into a Professional Services Agreement for Snow Plowing Services at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for snow plowing services at T. F. Green Airport;

WHEREAS, RIAC issued an Invitation for Bids (IFB) for the acquisition of snow plowing services and received two bids on October 23, 2007; and

WHEREAS, the bid submissions were evaluated to determine both responsiveness and responsibility; and

WHEREAS, as a result of this evaluation, the recommendation is to enter into a Professional Services Agreement (PSA) with EJM Lawnscape, Inc. for provision of snow plowing services; and

WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$48,200 for the provision of snow plowing services.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board approve the attached resolution authorizing the President and CEO, or his designee, to execute a Professional Services Agreement with EJM Lawnscape, Inc. for Snow Plowing Services for an initial term of one-year, with two additional one-year options at the sole discretion of RIAC in an amount not-to-exceed \$150,000.

(e) Consideration of and Action Upon Approval of a Contract Award for Repair and Rehabilitation Services to the Infield Oil/Water Separator System.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and

WHEREAS, as part of the 1990's terminal expansion, the new Infield Oil/Water Separator System (OWS) consisting of two 20,000 gallon tanks with Plate Separation Media was installed to meet Rhode Island Department of Environmental Management (RIDEM) Water Quality and Rhode Island Pollutant Discharge Elimination System (RIPDES) permit requirements; and

WHEREAS, the Airfield Maintenance department has been conducting routine maintenance as outlined in the Operations and Maintenance (O&M) Manual provided with the system; and

WHEREAS, the O&M Manual outlines the process and schedule for the removal, inspection and cleaning of the Plate Separation Media, which is included in the approved Fiscal Year 2008 O&M budget in the amount of \$23,000; and

WHEREAS, the unbudgeted expenditure of \$58,500 will be funded

with General Purpose Funds; and

WHEREAS, ATC, under its Master Price Agreement with the State of Rhode Island, was hired to clean and inspect one of the two tanks in the OWS system in an amount not-to-exceed \$26,000; and

WHEREAS, after the tank had been drained, ATC commenced removal of the Plate Separation Media and found the plates to be fouled, extensively corroded and requiring replacement; and

WHEREAS, ATC has provided a scope and fee for the additional work in the amount of \$55,500, bringing the total contract value, including previously incurred amounts of \$26,000, to \$81,500.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee, to execute a Contract with ATC Group Services, Inc. for repair and rehabilitation services in the amount of \$81,500, including the previously incurred amounts of \$26,000, to RIAC's Infield Oil/Water Separators System.

(f) Consideration of and Action Upon Approval to Enter Into a Contract for the Purchase of Runway Deicing Fluid.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is

responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for runway deicing fluid at TF Green Airport; and

WHEREAS, RIAC issued an Invitation for Bids (IFB) for the acquisition of runway deicing fluid and received one bid from Cryotech Deicing Technology (Cryotech) on October 5, 2007; and

WHEREAS, the bid submission was evaluated to determine both responsiveness and responsibility; and

WHEREAS, an assumption that RIAC would purchase 20,000 gallons of deicing fluid per year was utilized for the IFB; and

WHEREAS, Cryotech bid \$3.29 per gallon for year one, \$3.44 per gallon for year two and \$3.59 per gallon for year three; and

WHEREAS, as a result of this evaluation, the recommendation is to award a contract to Cryotech for the purchase of runway deicing fluid; and

WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$135,000 for the purchase of runway deicing fluid.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee to execute a contract with Cryotech Deicing for the supply of runway deicing fluid for an initial term of one year, with two additional one year options at the sole discretion of RIAC in an amount not to exceed \$206,400.

(g) Consideration of and Action Upon Approval to Enter Into a Contract to Provide HVAC Energy Management and Maintenance Services at T. F. Green Airport.

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at T. F. Green Airport; and

WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$35,000 for HVAC controls maintenance and support; and

WHEREAS, under section 10.4.2.7 of RIAC's Procurement Rules specialized services for which there is only one documented accepted source, such as transactions involving unique professional services...e.g.,...repair/maintenance agreements with manufacturers... qualifies as a sole source procurement; and

WHEREAS, as the original manufacturer and sole maintainer of this system since its implementation, Siemens Building Technologies, Inc. (Siemens) is uniquely positioned to provide these services thus RIAC staff has determined that a sole source selection for this contract is appropriate; and

WHEREAS, Siemens has provided a Scope and Fee proposal to provide HVAC Energy Management services for a five year period ending each September 30th with annual costs as follows: 2008 - \$25,752, 2009 - \$33,024, 2010 - \$34,020, 2011 - \$35,052, and 2012 - \$36,108 for a total contract value of \$163,956.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board authorize the President and CEO, or his designee, to negotiate and execute a Contract with Siemens Building Technologies, Inc. to provide HVAC Energy Management and Maintenance Services at T. F. Green Airport for the five years ending September 30, 2012, in the amount of \$163,956.

7. Action Item:

(a) Consideration of and Action Upon Approval to Enter into a Professional Services Agreement for “On-Call” Pavement Repair Services.

Mr. Hahn recused himself from voting on this agreement.

A motion was made by Mr. Forte and seconded by Mr. Traficante to approve the following resolution. By the following roll call vote the motion was passed by six in the affirmative, with one member recusing himself from the vote.

YEAS: Kathleen Hittner. M.D.

James Forte

Joseph Cianciolo

Joseph Larisa

Robert D. Sangster

Michael Traficante

NAYS: None

RECUSED: Russell Hahn

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for on-call pavement repair services; and

WHEREAS, RIAC issued a Request for Proposals (RFP) for on-call pavement repair services pursuant to RIAC's Procurement Rules and received proposals from J.H. Lynch & Sons, Inc., D'Ambra Construction Co., Inc., Cardi Corporation and International Paving Corp. on September 28, 2007; and

WHEREAS, a Selection Committee comprised of Dave Edwards, AVP Operations and Maintenance; Guy DeCristofaro, Manager Airfield Maintenance; and Beth Tetreault, Procurement Specialist was formed to evaluate and review the proposals; and

WHEREAS, based on these evaluations the Selection Committee recommends the firms (1) D'Ambra Construction Co. Inc.; (2) Cardi Corporation; and (3) International Paving Corp. to perform on-call pavement repair services for a one-year period with up to two one-year extensions at the option of RIAC; and

WHEREAS, funding will be established on a task-by-task basis.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Committee hereby authorizes the President and CEO, or his designee, to negotiate and execute Professional Services Agreements with an initial term of one-year and two additional one-year options at RIAC's sole discretion for on-call pavement repair services with the following firms: (1) D'Ambra Construction Co., Inc.;

(2) Cardi Corporation; and (3) International Paving Corp., subject to Board approval.

(b) Consideration of and Action Upon Approval to Enter Into a Contract Award for the Purchase of Federal Aviation Administration (FAA) Approved Sand.

Mr. Sangster noted for the record that he would not be participating in discussions on this issue and would be abstaining from voting.

A motion was made by Mr. Traficante and seconded by Mr. Hahn to approve the following resolution. By the following roll call vote the motion was passed by six in the affirmative with one member abstaining:

YEAS: Kathleen Hittner, M.D.

James Forte

Joseph Cianciolo

Joseph Larisa

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: Robert D. Sangster

WHEREAS, the Rhode Island Airport Corporation (RIAC) is responsible for the maintenance and operation of airport facilities at the six Rhode Island airports; and

WHEREAS, it has been determined that there is a need for Federal Aviation Administration (FAA) approved sand at T. F. Green Airport; and

WHEREAS, RIAC issued an Invitation for Bids (IFB) for the acquisition of FAA approved sand and received one bid from Holliston Sand Co., Inc. (Holliston) on October 5, 2007; and

WHEREAS, the bid submission was evaluated to determine both responsiveness and responsibility; and

WHEREAS, an assumption of 300 tons of FAA approved sand per year was utilized to develop the budget based on an average winter; and

WHEREAS, Holliston bid \$69.55 per ton for year one, \$77.29 per ton for year two and \$85 per ton for year three; and

WHEREAS, as a result of this evaluation, the recommendation is to award a contract to Holliston for the purchase of FAA approved sand; and

WHEREAS, the approved Fiscal Year 2008 Operating and Maintenance (O&M) budget includes \$19,500 for the purchase of FAA approved sand.

NOW, THEREFORE, IT IS HEREBY RESOLVED AS FOLLOWS:

That the Board hereby authorizes the President and CEO, or his designee to execute a Contract with Holliston Sand Co., Inc for the supply of FAA approved sand for an initial term of one year, with two additional one-year options at the sole discretion of RIAC in an amount not-to-exceed \$69,552.

8. Finance and Audit Committee Report:

There was no report.

9. Human Resources Committee Report:

There was no report.

10. Executive Session:

(a) Pending Litigation (Parking, and RIPDES) and Potential Litigation (EIS and One Non-Public Matters) - R.I.G.L. § 42-46-5(a)(2).

At approximately 3:25 p.m., a motion was made by Mr. Hahn and

seconded by Mr. Forte to go into Executive Session. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen Hittner, M.D.

James Forte

Joseph Cianciolo

Joseph Larisa

Robert Sangster

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

Mr. Forte left the meeting at 4:25 p.m.

At approximately 4:40 p.m., a motion was made by Mr. Cianciolo and seconded by Mr. Sangster to reconvene to the Open Session. The motion was passed unanimously.

A motion was made by Mr. Sangster and seconded by Mr. Hahn to seal the minutes of the Executive Session in accordance with R.I.G.L. § 42-46-4. By the following roll call vote the motion was passed unanimously.

YEAS: Kathleen Hittner, M.D.

Joseph Cianciolo

Joseph Larisa

Robert D. Sangster

Michael Traficante

Russell Hahn

NAYS: None

ABSTAIN: None

11. Future Meetings:

The next meeting will be held on Wednesday, November 28, 2007 at 4:00 p.m., in the Mary Brennan Board Room, T. F. Green Airport, 2000 Post Road, Warwick, Rhode Island.

12. Adjournment:

At approximately 4:45 p.m., a motion was made by Mr. Cianciolo and seconded by Mr. Sangster to adjourn the meeting. The motion was passed unanimously.

Respectfully submitted,

Kathleen C. Hittner, M.D. Chair
Rhode Island Airport Corporation

ATTENDANCE SHEET
RHODE ISLAND AIRPORT CORPORATION
BOARD OF DIRECTORS MEETING
OCTOBER 31, 2007

NAME	AFFILIATION
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Doug Dansereau	RIAC
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Patti Goldstein	RIAC
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Bruce Wilde	RIAC
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Brenda Pope	RIAC
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Darrell Watson	RIAC
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Joe DaSilva	RIAC
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Dave Edwards RIAC

Dave Cloutier RIAC

Ann Clarke Citizen

Don Pillsbury RIPA

Steve Tibbetts Landmark

Robert Goff New England Parking

Jeffrey S. Joaquin International Paving

The minutes of the Executive Session of the Board of Directors Meeting of October 31, 2007 have been sealed in accordance with R.I.G.L. § 42-46-4.